

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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HERBERT FRANCL, Derivatively on Behalf of RAMBUS INC.,	:	
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	:	
Plaintiff,	:	
	:	
v.	:	
	:	CASE NO. 07-CIV-7650 (GBD)
PRICEWATERHOUSECOOPERS LLP,	:	
	:	
Defendant,	:	
	:	
-and-	:	
	:	
RAMBUS INC., a Delaware Corporation,	:	
	:	
Nominal Defendant.	:	
	:	

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**REPLY DECLARATION OF DANIEL ZWARN**

1. My name is Daniel Zwarn, and I am a partner of PricewaterhouseCoopers LLP ("PwC"). In this capacity, I have or have obtained personal knowledge of the facts set forth in this declaration. I respectfully make this Reply Declaration in further support of PwC's motion to transfer this action from the U.S. District Court for the Southern District of New York to the U.S. District Court for the Northern District of California.

2. I am a resident of Bernardsville, New Jersey and work in PwC's Florham Park, New Jersey office.

3. I have worked on the Rambus engagement team since 2003, serving as engagement partner since 2005. Prior to 2003, I was not a member of the Rambus engagement team.

4. PwC's audit manual is available on PwC's intranet and in every PwC office. Auditors throughout the country are expected to be familiar with the manual and PwC's guidelines and practices set forth therein.

5. Although many of the documents originally created in California with respect to PwC's audits of Rambus have since been copied and dispersed into other states, the most comprehensive sets, and the most complete sets of originals, are located in PwC's San Jose, California office or PwC's offsite storage facility, also in Northern California. I am not aware of any complete sets or originals being maintained in PwC's New York, New York office.

6. Upon information and belief, Rambus' payment of audit fees to PwC were made to a PwC lockbox located in Pasadena, California.

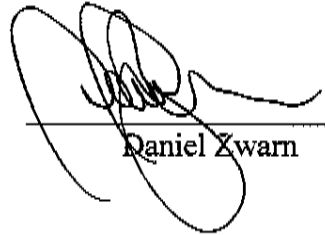
7. To the best of my knowledge, during the period up until 2006 when Rambus identified that it had potential options backdating issues, there were no consultations relating to PwC's audits of Rambus' stock options with, and no involvement of, PwC personnel located in PwC's New York, New York offices.

8. Attached hereto as Exhibit 1 is a true and correct copy of the engagement letter between PwC and Rambus dated July 13, 2005. Neither this letter, nor others I have reviewed from prior years, contains any choice of law of provision or choice of forum provision requiring that, respectively, New York law

be applied or a New York forum chosen in the event of a dispute arising in the course of the engagement.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: October 30, 2007  
Florham Park, New Jersey

  
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Daniel Zwarn